

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

-against-

**ROBERT J. MUELLER, DEEPROOT FUNDS
LLC (a/k/a dprt Funds, LLC), AND POLICY
SERVICES INC.,**

Defendants,

-and-

**DEEPROOT TECH LLC, DEEPROOT
PINBALL LLC, DEEPROOT STUDIOS LLC,
DEEPROOT SPORTS & ENTERTAINMENT
LLC, DEEPROOT RE 12621 SILICON DR LLC,
AND ROBERT J. MUELLER, JEFFREY L.
MUELLER, AND BELINDA G. BREEN, AS CO-
TRUSTEES OF THE MB HALE OHANA
REVOCABLE TRUST,**

Relief Defendants.

Civil Action No.: 5:21-cv-785-XR

[PROPOSED] ORDER MODIFYING ASSET FREEZE

WHEREAS this matter comes before this Court upon the Joint Motion to modify (“Joint Motion”) the Asset Freeze ordered by the Court in its September 23, 2021 Order Freezing Certain Assets, Ordering and Accounting, and Preliminary Injunction (ECF No. 7) (“Asset Freeze”) submitted by Plaintiff, Securities and Exchange Commission (the “SEC”), Defendants, Robert J. Mueller, the entity Defendants: Deeproot Funds LLC and Policy Services, Inc. (“Entity Defendants”) (collectively with Defendant Robert J. Mueller “Defendants”), and the relief defendants: Deeproot Tech LLC, Deeproot Pinball LLC, Deeproot Studios LLC, Deeproot Sports & Entertainment LLC, Deeproot Re 12621 Silicon Dr LLC, and Robert J. Mueller, Jeffrey L.

Mueller, and Belinda G. Breen solely in their capacities as co-trustees of the MB Hale Ohana Revocable Trust (“Relief Defendants”).

WHEREAS, without admissions and without waiving any rights or remedies, the Parties have agreed that the expenses set forth in the Joint Motion are necessary and appropriate to preserve certain of the Defendants’ assets that could be used to satisfy a potential judgment in this matter, as well as to facilitate the efficient administration of a bankruptcy of the Entity and Relief Defendants.

IT IS THEREFORE ORDERED THAT an amount not to exceed \$141,603 may be withdrawn, released, and/or transferred from [BANK] [ACCOUNT] to the client trust IOLTA account of Wick Phillips Gould & Martin, LLP (“Wick Phillips”) Vista Bank Account ending in -7552 (the “WP IOLTA Account”) to be used to satisfy the following expenses:

1. \$80,304 from the from Deeproot Funds LLC’s Wells Fargo Accounts ending in -2534 and -2385 for the payment of premiums on certain life insurance policy assets held by defendant, Policy Services, Inc. These premium payments are necessary to preserve the viability of these assets in potential bankruptcy as well as for a potential recovery in this matter;
2. \$60,000 from Deeproot Funds LLC’s Wells Fargo Account ending in -2385 and Deeproot Tech, LLC’s Wells Fargo Account ending in -6575 to be used to compensate the law firm of Wick Phillips for the anticipated preparation and filing of Chapter 7 bankruptcy proceedings for Deeproot Funds LLC, Policy Services, Inc., Deeproot Tech LLC, Deeproot Pinball LLC, Deeproot Studios LLC, Deeproot Sports & Entertainment LLC, Deeproot Re 12621 Silicon Dr LLC, and

certain other related entities, including deeproot Capital Management LLC and its direct and indirect subsidiaries; and

3. \$1,300 from Deeproot Tech, LLC's Wells Fargo Account ending in -6575 to pay certain miscellaneous expenses to continue third-party services necessary for the proper administration of the life insurance policy assets as well as to preserve electronic information currently stored in third-party cloud data storage systems.

IT IS THEREFORE ORDERED THAT Defendants will provide the Plaintiff with prompt notice and appropriate documentation, without revealing any attorney-client privileged information, of the satisfaction of the above-described expenses.

IT IS THEREFORE FURTHER ORDERED THAT to the extent any funds released pursuant to the proposed Modification Order are not used as set forth in this Order, such remaining funds will be held in the WP IOLTA account until such time as a transfer can be made to the Chapter 7 Trustees in the anticipated bankruptcy proceedings for the Entity Defendants and Relief Defendants as appointed by the applicable U.S. Bankruptcy Court.

IT IS THEREFORE FURTHER ORDERED THAT Mr. Mueller, the Entity Defendants, the Relief Defendants, and each of their directors, members, managers, officers, professionals and agents are authorized to take all reasonable and necessary steps, including the retention of Wick Phillips, to prepare and file voluntary petitions for bankruptcy relief under Chapter 7 of Title 11 United States Code for Deeproot Funds LLC, Policy Services, Inc., Deeproot Tech LLC, Deeproot Pinball LLC, Deeproot Studios LLC, Deeproot Sports & Entertainment LLC, Deeproot Re 12621 Silicon Dr LLC, and affiliated or related entities, including deeproot Capital Management LLC and its direct and indirect subsidiaries.

IT IS THEREFORE FURTHER ORDERED THAT the Defendants may cause a copy of this Order in this case to be served on Wells Fargo Bank for purposes of effecting the transfer of funds set forth in this Order.

Nothing herein shall preclude the parties, during the pendency of this case, from moving to stay, modify or vacate this Order for good cause shown, or from opposing any such motion brought by another party.

Dated this ____ day of _____, 2021

SO ORDERED BY THE COURT:

Xavier Rodriguez
UNITED STATES DISTRICT JUDGE